

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
MICHAEL H. KALINER, as Chapter 7 Trustee for :
BARRON ATM, LLC, :

Plaintiff, :

v. :

MT. VERNON MONETARY MANAGEMENT :
CORP. d/b/a MVMM CORP., MT. VERNON :
MONEY CENTER CORP. d/b/a MVMC :
CORP., and BARRON ATM CORP., :

Defendants. :
-----X

Civil Action No.
07 Civ. 4643 (LMM)

**REPLY AFFIDAVIT OF ROBERT F. EGAN IN FURTHER SUPPORT
OF DEFENDANTS' MOTION TO DISMISS THE COMPLAINT**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

ROBERT F. EGAN, being duly sworn, deposes and says:

1. I am the president, sole shareholder and sole director of Defendants MVMM Corp. (incorrectly named in the Complaint as "Mt. Vernon Monetary Management Corp. d/b/a MVMM Corp."), Mount Vernon Money Center Corp. (incorrectly named in the Complaint as "Mt. Vernon Money Center Corp."), and Barron ATM Corp. ("Barron Corp."). Barron Corp. owns and operates the ATMs acquired from Barron ATM LLC ("Barron LLC"). MVMM Corp. provides management, administrative, accounting and payroll services to corporations I wholly or partially own. Mount Vernon Money Center Corp. is in the business of servicing approximately 7250 ATMs, of which approximately 7000 are owned by third parties, and approximately 250 are owned by my companies, including the ATMs owned and operated by

Barron Corp. These services include replenishing the cash and servicing and repairing the machines. Mount Vernon Money Center Corp. also provides on-site payroll services and armored deliveries.

2. I am also the owner or partial-owner of several other companies engaged in check cashing, security systems, owning and operating ATMs and farming.

3. I make this affidavit in support of Defendants' motion to dismiss the Complaint. I have personal knowledge of the events described herein.

4. Plaintiff implies that there was something nefarious about my organizing Barron Corp. as a separate corporation. Plaintiff has obviously never operated within the business world himself. There are many perfectly legitimate business reasons to incorporate a separate entity to acquire assets from another corporation, and, in fact, this is the prevailing practice in the business world. And I certainly had no wrongful purpose here.

5. Barron Corp. is not an alter ego of MVMM Corp. or Mount Vernon Money Center Corp.

6. Barron Corp., MVMM Corp. and Mount Vernon Money Center Corp. are all separately incorporated entities, each duly organized under the laws of the State of New York.

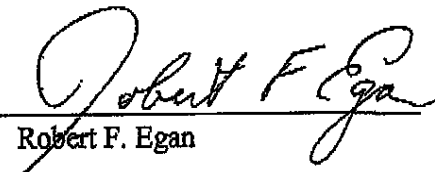
7. Mount Vernon Money Center Corp. charges Barron Corp. for the cash replenishment and service and repair calls it provides to Barron Corp., and these intercompany transactions are recorded on the books and records of both companies.

8. Unfortunately, Barron Corp. has never generated a profit. Therefore, Mount Vernon Money Center Corp. advances funds to or on behalf of Barron Corp. At the end of each year there is a reconciliation that includes a capital contribution by me to Mount Vernon Money

Center Corp. to cover any monies owed by Barron Corp. to Mount Vernon Money Center.

9. I am advised by my attorneys that this is not the time or place to discuss the merits of Plaintiff's other claims, but I would like to state for the record that Barron Corp. never reached an agreement with Barron LLC regarding price.

10. I respectfully request that the Court grant Barron Corp.'s motion.


Robert F. Egan

Sworn to before me this
10th day of October 2007


Notary Public

ISIDORE ZIMMERMAN
Notary Public, State of New York
No. 4505754
Qualified in Rockland County
Certificate Filed in New York County
Commission Expires July 31, 2009

EXHIBIT A

NYS Department of State

Division of Corporations

Entity Information

Selected Entity Name: BARRON ATM CORP.

Selected Entity Status Information

Current Entity Name: BARRON ATM CORP.

Initial DOS Filing Date: SEPTEMBER 12, 2002

County: WESTCHESTER

Jurisdiction: NEW YORK

Entity Type: DOMESTIC BUSINESS CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

BARRON ATM CORP.

403 E. 3RD ST.

MT. VERNON, NEW YORK, 10553

Chairman or Chief Executive Officer

ROBERT F EGAN

403 EAST THIRD STREET

MOUNT VERNON, NEW YORK, 10553

Principal Executive Office

ROBERT F EGAN

403 EAST THIRD STREET

MOUNT VERNON, NEW YORK, 10553

Registered Agent

NONE

NOTE: New York State does not issue organizational identification numbers.

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NYS Department of State

Division of Corporations

Entity Information

Selected Entity Name: MOUNT VERNON MONEY CENTER CORP.

Selected Entity Status Information

Current Entity Name: MOUNT VERNON MONEY CENTER CORP.

Initial DOS Filing Date: JULY 24, 1987

County: WESTCHESTER

Jurisdiction: NEW YORK

Entity Type: DOMESTIC BUSINESS CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

MOUNT VERNON MONEY CENTER CORP.

403 E 3RD ST

MT VERNON, NEW YORK, 10553

Chairman or Chief Executive Officer

ROBERT F EGAN

403 EAST 3RD ST

MT VERNON, NEW YORK, 10553

Principal Executive Office

MOUNT VERNON MONEY CENTER CORP.

403 E 3RD ST

MT VERNON, NEW YORK, 10553

Registered Agent

NONE

NOTE: New York State does not issue organizational identification numbers.

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Division of Corporations

Entity Information

Selected Entity Name: MVMM CORP.

Selected Entity Status Information

Current Entity Name: MVMM CORP.

Initial DOS Filing Date: JUNE 26, 1992

County: WESTCHESTER

Jurisdiction: NEW YORK

Entity Type: DOMESTIC BUSINESS CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

MVMM CORP.

403 EAST THIRD STREET

MOUNT VERNON, NEW YORK, 10553

Chairman or Chief Executive Officer

ROBERT F. EGAN

403 EAST THIRD STREET

MT. VERNON, NEW YORK, 10553

Principal Executive Office

ROBERT F. EGAN

403 EAST THIRD STREET

MT. VERNON, NEW YORK, 10553

Registered Agent

NONE

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